FORM D

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

NOTICE OF SALE OF SECURITIES

PURSUANT TO REGULATION D. **SECTION 4(6), AND/OR**

ખોટાં Processing Section

July 18 2008

FORM D

OMB Number: 3235-0076 Expires: July 31, 2008 Estimated average burden hours per response

OMB APPROVAL

SEC USE ONLY					
Prefix	Serial				
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Washington, DUNIFORM LIMITED OFFERING EXEMPTION Name of Offering: (check if this is an amendment and name has changed, and indicate change.) ULOE PROCESSED Convertible Bridge Notes Section 4(6) Filing Under (Check box(es) that apply): Rule 504 Rule 505 □ Rule 506 Type of Filing: New Filing Amendment A. BASIC IDENTIFICATION DATA 1. Enter the information requested about the issuer Name of Issuer (check if this is an amendment and name has changed, and indicate change.) ALung Technologies, Inc. Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code) (412) 697-3370 333 E. Carson Street, Suite 517A Pittsburgh, PA 15219 Address of Principal Business Operations (Number and Street, City, State, Zip Code) (if different from Executive Offices) **Brief Description of Business** Development and marketing of artificial lung device Type of Business Organization corporation limited partnership, already formed other (please specify): Limited Liability Company limited partnership, to be formed business trust Year Month 0 9 7 □ Estimated 7 Actual or Estimated Date of Incorporation or Organization: Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State:

GENERAL INSTRUCTIONS

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

CN for Canada; FN for other foreign jurisdiction)

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

	А	. BASIC IDENTIFICA	TION DATA						
2. Enter the information requested	l for the following:								
•		been organized within the p	·						
 Each beneficial owner have the issuer; 	ving the power to vo	ote or dispose, or direct the	vote or disposition of, 10%	or more of a class	s of equity securities of				
 Each executive officer an 	d director of corpor	ate issuers and of corporate	general and managing part	ners of partnershi	p issuers; and				
Each general and managing partner of partnership issuers.									
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	⊠ Executive Officer	☑ Director	General and/or Managing Partner				
Full Name (Last name first, if indi Kuhn, Nicholas J.	vidual)				,				
Business or Residence Address c/o ALung Technologies, I	(Number and Strenc. 333 E. Carson	eet, City, State, Zip code) Street, Suite 517A, Pitts	sburgh, PA 15219						
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	Executive Officer	☑ Director	☐ General and/or Managing Partner				
Full Name (Last name first, if indi Meyer, Jack E.	vidual)								
Business or Residence Address c/o ALung Technologies, I		eet, City, State, Zip code) Street, Suite 517A, Pitts	sburgh, PA 15219						
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	Executive Officer	□ Director	☐ General and/or Managing Partner				
Full Name (Last name first, if indi McGinnis, Gerald E.	vidual)								
Business or Residence Address c/o ALung Technologies, I		eet, City, State, Zip code) a Street, Suite 517A, Pitts	sburgh, PA 15219						
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	Executive Officer	□ Director	☐ General and/or Managing Partner				
Full Name (Last name first, if indizak, S. Arieh	vidual)								
Business or Residence Address c/o ALung Technologies, I		eet, City, State, Zip code) Street, Suite 517A, Pitts	sburgh, PA 15219						

(Use blank sheet, or copy and use additional copies of this sheet, as necessary)

☐ Beneficial Owner

(Number and Street, City, State, Zip code)

c/o ALung Technologies, Inc. 333 E. Carson Street, Suite 517A, Pittsburgh, PA 15219

Promoter

Check Box(es) that Apply:

Business or Residence Address

Choy, Louis

Full Name (Last name first, if individual)

□ Director

■ Executive Officer

☐ General and/or

Managing Partner

Check Box(es) that Apply:	Promoter	■ Beneficial Owner	Executive Officer	Director	☐ General and/or Managing Partner
Full Name (Last name first, if ind Hattler, Brack G., M.D., P					
Business or Residence Address 5226 Westminster Place, F		eet, City, State, Zip code) 232			
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	☐ Director	General and/or Managing Partner
Full Name (Last name first, if ind Federspeil, William J., Ph.					
Business or Residence Address 6035 Grafton, Pittsburgh,		eet, City, State, Zip code)		\ -	
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner
Full Name (Last name first, if ind Ross, William B.	ividual)				
Business or Residence Address c/o ALung Technologies, I		eet, City, State, Zip code) Street, Suite 517A, Pitts	burgh, PA 15219		
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	Executive Officer	□ Director	General and/or Managing Partner
Full Name (Last name first, if ind DeComo, Peter	lividual)				
Business or Residence Address c/o ALung Technologies, I		eet, City, State, Zip code) Street, Suite 517A, Pitts	burgh, PA 15219		
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	☐ Director	General and/or Managing Partner
Full Name (Last name first, if ind Rosenberg, Meir	lividual)				
Business or Residence Address c/o ALung Technologies, I		eet, City, State, Zip code) Street, Suite 517A, Pitts	burgh, PA 15219		
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	☐ Director	General and/or Managing Partner
Full Name (Last name first, if ind Bucci, Vincent A.	lividual)		,		
Business or Residence Address	(Number and Str	eet, City, State, Zip code)			

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B. INFORMATION ABOUT OFFERING					
	Yes	No			
 Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? Answer also in Appendix, Column 2, if filing under ULOE. 					
2. What is the minimum investment that will be accepted from any individual?	\$10,0				
3. Does the offering permit joint ownership of a single unit?	Yes ⊠	No			
4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such broker or dealer, you may set forth the information for that broker or dealer only.					
Full Name (Last name first, if individual)					
Business or Residence Address (Number and Street, City, State, Zip Code)					
Name of Associated Broker or Dealer					
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers					
(Check "All States" or check individual States	. 🗆	All States			
[MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [HI] MS] OR] WY]	[ID] [MO] [PA] [PR]			
Full Name (Last name first, if individual)					
Business or Residence Address (Number and Street, City, State, Zip Code)					
Name of Associated Broker or Dealer					
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States in Which Person Listed Has Solicited or Intends to Solicit Purchasers		All States			
(Check "All States" or check individual States	 HI				
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[RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI]	[WY] [PR]			
Full Name (Last name first, if individual)					
Business or Residence Address (Number and Street, City, State, Zip Code)					
Name of Associated Broker or Dealer					
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers					
(Check "All States" or check individual States	. 🗆	All States			
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(Lise blank sheet or convenduse additional conies of this sheet as necessary)					

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box ☒ and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.

	Type of Security		egate g Price		Amount Already Sold
	Debt	\$		_ \$	
		\$		- \$	
	Common Preferred				
	Convertible Securities (including warrants)		005,000	_ \$	1,005,000
	Partnership Interests	\$		_ \$	
	Other (Specify:)	\$		\$	
	Total	\$ 1,	005,000	- \$	1,005,000
	Answer also in Appendix, Column 3, if filing under ULOE. Enter the number of accredited and non-accredited investors who have purchased securities in to offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of the purchases on the total lines. Enter "0" if answer is "none" or "zero."	ate			Aggregate
		Number	Investors		Dollar Amount of Purchases
	Accredited Investors	1	0	\$	1,005,000
	Non-accredited Investors)	- *	0
	Total (for filings under Rule 504 only))	- š	0
	Answer also in Appendix, Column 4, if filing under ULOE.		<u> </u>	- Ť	<u> </u>
	sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to first sale of securities in this offering. Classify securities by type listed in part C – Question 1. Type of offering	Тур	e of urity		Dollar Amount Sold
	Rule 505	,		\$	0
	Regulation A		-	- \$	0
	Rule 504		••	- \$	0
	Total			- s	
	104				
seco The	a. Furnish a statement of all expenses in connection with the issuance and distribution of urities in this offering. Exclude amounts relating solely to organization expenses of the insurant information may be given as subject to future contingencies. If the amount of an expenditure known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees	rer. e is	Г	7	
	Transfer rigent of commitment and the commitment an		-	-	
	Printing and Engraving Costs]	
	Legal Fees.	***************************************	🗵	3	\$20,000
	Accounting Fees		[]	
	Engineering Fees		🗆]	
	Finders' fees		[]	
	Other Expenses (identify: photocopies, mailing, miscellaneous)		🛭	3	\$750
	Total		🛭	\$	20,750

	total expenses furnished in response	e aggregate offering price given in response to Part C – Que to Part C – Question 4.a. This difference is the "adjuste	d gro	SS		\$		984,25
5.	each of the purposes shown. If the check the box to the left of the estin	justed gross proceeds to the issuer used or proposed to be a amount for any purpose is not known, furnish an estimate. The total of the payments listed must equal the adjuste ponse to Part C – Question 4.b above.	ate ar	ıd				
		•			Payments to Officers, Directors, & Affiliates			yments to Others
	Salaries and fees			\$			\$	
	Purchase of real estate			\$_			\$	
		lation of machinery and equipment					\$	
		dings and facilities					\$	
	that may be used in exchange for the	uding the valued of securities involved in this offering assets or securities of another issuer pursuant to a						
	merger)							
	Repayment of indebtedness			\$ _			\$	
	Working capital			\$ _		\boxtimes	\$	984,25
	Other (specify):			\$_			\$	
							\$	
	Column Totals			\$ _		\boxtimes	\$	984,250
	Total Payments Listed (column total	s added)			\$	98	4,250_	
		D. FEDERAL SIGNATURE						
ign	nature constitutes an undertaking by	be signed by the undersigned duly authorized person. If that issuer to furnish to the U.S. Securities and Exchange any non-accredited investor pursuant to paragraph (b)(2) of	Con	miss	s filed under R on, upon writt	Rule 50 en req)5, the f juest of	ollowing its staff,
ssu	er (Print or Type)	Signature	2	_	Date			
	ALung Technologies, Inc.	Mulled	<		July I	7 , 200	8	
Var	ne of Signer (Print or Type)	Title of Signer (Print or Type)						
	Nicholas J. Kuhn	President and Chief Executive Officer						j

- ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

END